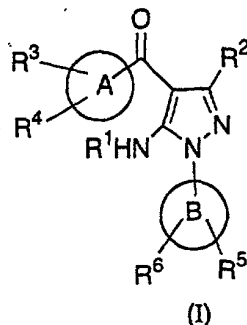


What is Claimed:

1. A compound selected from the group of compounds represented by Formula (I):



wherein:

R¹ is hydrogen or acyl;

R² is hydrogen or alkyl;

A is an aryl or heteroaryl ring;

B is an aryl or heteroaryl ring;

R³ is selected from the group consisting of:

- (a) amino, alkylamino or dialkylamino;
- (b) acylamino;
- (c) optionally substituted heterocyclyl;
- (d) optionally substituted aryl or heteroaryl;
- (e) heteroalkyl;
- (f) heteroalkenyl;
- (g) heteroalkynyl;
- (h) heteroalkoxy;
- (i) heteroalkylamino;
- (j) optionally substituted heterocyclylalkyl;
- (k) optionally substituted heterocyclylalkenyl;
- (l) optionally substituted heterocyclylalkynyl;
- (m) optionally substituted heterocyclylalkoxy, cycloxy or heterocyclloxy;

- (n) optionally substituted heterocyclalkylamino;
- (o) optionally substituted heterocyclalkylcarbonyl;
- (p) heteroalkylcarbonyl;
- (q) $\text{-NHSO}_2\text{R}^6$ where R^6 is alkyl, heteroalkyl or optionally substituted heterocyclalkyl;
- (r) $\text{-NHSO}_2\text{NR}^7\text{R}^8$ where R^7 and R^8 are, independently of each other, hydrogen, alkyl or heteroalkyl;
- (s) -Y-(alkylene)-R^9 where:
 Y is a single bond, -O- , -NH- or $\text{-S(O)}_n\text{-}$ (where n is an integer from 0 to 2); and
 R^9 is cyano, optionally substituted heteroaryl, -COOH , -COR^{10} , -COOR^{11} , $\text{-CONR}^{12}\text{R}^{13}$, $\text{-SO}_2\text{R}^{14}$, $\text{-SO}_2\text{NR}^{15}\text{R}^{16}$, $\text{-NHSO}_2\text{R}^{17}$ or $\text{-NHSO}_2\text{NR}^{18}\text{R}^{19}$, where R^{10} is alkyl or optionally substituted heterocycle, R^{11} is alkyl, and R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} and R^{19} are, independently of each other, hydrogen, alkyl or heteroalkyl;
- (t) $\text{-C(=NR}^{20}\text{)(NR}^{21}\text{R}^{22}\text{)}$ where R^{20} , R^{21} and R^{22} independently represent hydrogen, alkyl or hydroxy, or R^{20} and R^{21} together are $\text{-(CH}_2\text{)}_n\text{-}$ where n is 2 or 3 and R^{22} is hydrogen or alkyl;
- (u) $\text{-NHC(X)NR}^{23}\text{R}^{24}$ where X is -O- or -S- , and R^{23} and R^{24} are, independently of each other, hydrogen, alkyl or heteroalkyl;
- (v) $\text{-CONR}^{25}\text{R}^{26}$ where R^{25} and R^{26} independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclalkyl, or R^{25} and R^{26} together with the nitrogen to which they are attached form an optionally substituted heterocycl ring;
- (w) $\text{-S(O)}_n\text{R}^{27}$ where n is an integer from 0 to 2, and R^{27} is alkyl, heteroalkyl, optionally substituted heterocyclalkyl or

-NR²⁸R²⁹ where R²⁸ and R²⁹ are, independently of each other, hydrogen, alkyl or heteroalkyl;

- (x) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
- (y) arylaminoalkylene or heteroarylaminomethylene;
- (z) Z-alkylene-NR³⁰R³¹ or Z-alkylene-OR³² where Z is -NH-, -N(lower alkyl)- or -O-, and R³⁰, R³¹ and R³² are independently of each other, hydrogen, alkyl or heteroalkyl;
- (aa) -OC(O)-alkylene-CO₂H or -OC(O)-NR'R'' (where R' and R'' are independently hydrogen or alkyl); and
- (bb) heteroarylalkenylene or heteroarylalkynylene;

R⁴ is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) alkoxy; and
- (e) hydroxy;

R⁵ is selected from the group consisting of :

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) haloalkyl;
- (e) thioalkyl;
- (f) hydroxy;
- (g) amino;
- (h) alkylamino;
- (i) dialkylamino;
- (j) heteroalkyl;
- (k) optionally substituted heterocycle;
- (l) optionally substituted heterocyclylalkyl;

- (m) optionally substituted heterocyclalkoxy;
- (n) alkylsulfonyl;
- (o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;
- (p) heteroalkoxy; and
- (q) carboxy;

R⁶ is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl; and
- (d) alkoxy;

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

2. The compound of Claim 1 wherein R³ is:

- (a) optionally substituted heterocyclalkyl;
- (b) aryl or heteroaryl both optionally substituted with a substituent selected from halo, alkyl, amino, alkoxy, carboxy, lower alkoxy carbonyl, SO₂R' (where R' is alkyl) or SO₂NHR'R'' (where R' and R'' are independently hydrogen or alkyl);
- (c) heteroalkyl;
- (d) heteroalkenyl;
- (e) heteroalkylamino;
- (f) heteroalkoxy;
- (g) optionally substituted heterocyclalkyl or heterocyclalkoxy;
- (h) optionally substituted heterocyclalkenyl;
- (i) optionally substituted heterocyclalkynyl;
- (j) optionally substituted heterocyclalkoxy;
- (k) optionally substituted heterocyclalkylamino;
- (l) optionally substituted heterocyclalkylcarbonyl;

- (k) $-Y-(alkylene)-R^9$ where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, $-CONR^{12}R^{13}$, SO_2R^{14} , $-SO_2NR^{15}R^{16}$, $-NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$ where R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl;
- (l) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
- (m) arylaminoalkylene or heteroarylaminomethylene; or
- (n) $Z-alkylene-NR^{30}R^{31}$ where Z is -NH-, -N(alkyl)- or -O-, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl.

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3. The compound of Claim 2 wherein R^1 and R^2 are hydrogen; and B is phenyl.

4. The compound of Claim 3 wherein A is phenyl.

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5. The compound of Claim 4 wherein R^4 is hydrogen; and R^5 is halo or alkyl.

6. The compound of Claim 5 wherein R^5 is chloro, fluoro or methyl; and R^6 is hydrogen, chloro, fluoro, methyl or methoxy.

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7. The compound of Claim 5, wherein R^3 is optionally substituted heteroaryl.

8. The compound of Claim 7, wherein R^3 is pyridin-2-yl, pyridin-3-yl, pyridin-4-yl, N-oxidopyridin-2-yl, N-oxidopyridin-3-yl, N-oxidopyridin-4-yl or pyridon-2-yl, all optionally substituted.

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9. The compound of Claim 8, wherein R^3 is at the 3-position.

10. The compound of Claim 9, wherein R^5 is 4-F and R^6 is hydrogen.

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11. The compound of Claim 9, wherein R^5 is 2-Me and R^6 is hydrogen.

12. The compound of Claim 5, wherein R^3 is optionally substituted phenyl.

13. The compound of Claim 12, wherein R^3 is 3-sulfamoylphenyl, 3-methylsulfonylphenyl, 3-carboxyphenyl or 3-ethoxycarbonylphenyl.

14. The compound of Claim 13, wherein R^3 is at the 3-position.

15. The compound of Claim 14, wherein R^5 is 4-F and R^6 is hydrogen.

16. The compound of Claim 5, wherein R^3 is:

- (a) heteroalkyl;
- (b) heteroalkoxy;
- (c) heteroalkylamino;
- (d) optionally substituted heterocyclalkyl;
- (e) optionally substituted heterocyclalkoxy;
- (f) optionally substituted heterocyclalkylamino;
- (g) $-Y-(alkylene)-R^9$ where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, $-CONR^{12}R^{13}$, SO_2R^{14} , $-SO_2NR^{15}R^{16}$, $NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$ where R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl; or
- (h) $Z-alkylene-NR^{30}R^{31}$ where Z is -NH-, -N(alkyl)- or -O-, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl.

17. The compound of Claim 16, wherein R^3 is heteroalkyl.

18. The compound of Claim 17, wherein R^3 is at the 3-position and is selected from the group consisting of 2-dimethylaminoethyl, 3-dimethylaminopropyl, 4-dimethylaminobutyl, 2-dimethylaminoethylamino, 3-dimethylaminopropylamino, hydroxymethyl, 1,2-dihydroxyethyl, 3-hydroxy-3-methyl-1-butyl or 3-hydroxybutyl.

19. The compound of Claim 18, wherein R⁵ is 2-F and R⁶ is 4-F.
20. The compound of Claim 18, wherein R⁵ is 4-F and R⁶ is hydrogen.
- 5 21. The compound of Claim 18, wherein R⁵ is 2-Me and R⁶ is hydrogen.
22. The compound of Claim 16, wherein R³ is heteroalkoxy or heteroalkylamino.
23. The compound of Claim 22, wherein R³ is at the 3-position and is selected from the
10 group consisting of 3-dimethylaminopropoxy, 2-dimethylaminoethoxy, 2-hydroxyethoxy, 2,3-dihydroxypropoxy, 2-dimethylaminoethylamino and 3-dimethylaminopropylamino.
24. The compound of Claim 23 wherein R⁵ is 4-F or 2-Me and R⁶ is hydrogen.
- 15 25. The compound of Claim 16, wherein R³ is optionally substituted heterocyclalkyl, optionally substituted heterocyclalkoxy or optionally substituted heterocyclalkylamino.
- 20 26. The compound of Claim 25, wherein R³ is at the 3-position and is selected from the group consisting of 3-(morpholin-4-yl)propoxy, 2-(morpholin-4-yl)ethoxy, 2-(2-oxo-pyrrolidin-1-yl)ethoxy, 3-(morpholin-4-yl)propyl, 2-(morpholin-4-yl)ethyl, 4-(morpholin-4-yl)butyl, 3-(morpholin-4-yl)propylamino, 2-(morpholin-4-yl)ethylamino, 4-hydroxypiperidinylmethyl, 2-(S,S-dioxo-thiamorpholin-4-yl)ethyl, 3-(S,S-dioxo-
25 thiamorpholin-4-yl)propyl and N-methylpiperazinylmethyl.
27. The compound of Claim 26 wherein R⁵ is 4-F or 2-Me and R⁶ is hydrogen.

28. The compound of Claim 16 wherein R^3 is $-Y-(alkylene)-R^9$ where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, $-CONR^{12}R^{13}$, SO_2R^{14} , $-SO_2NR^{15}R^{16}$, $-NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$ where R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl.

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29. The compound of Claim 28, wherein Y is a single bond and R^9 is SO_2R^{14} or $-SO_2NR^{15}R^{16}$.

30. The compound of Claim 29 wherein R^3 is methylsulfonyl ethyl or sulfamoyl ethyl.

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31. The compound of Claim 30 wherein R^5 is 4-F or 2-Me and R^6 is hydrogen.

32. A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable excipient.

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33. A method of treatment of a disease in a mammal treatable by administration of a p38 MAP kinase inhibitor, comprising administration to the mammal a therapeutically effective amount of a compound of Claim 1.

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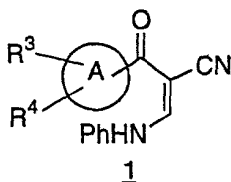
34. The method of Claim 33 wherein the disease is an inflammatory disease.

35. The method of Claim 34 wherein the disease is arthritis.

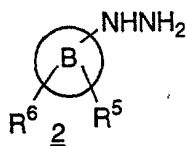
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36. A process for preparing a compound of Formula (I) selected from compounds of Claim 1, which process comprises:

(i) reacting a 2-keto-3-phenylaminoacrylonitrile of Formula 1:



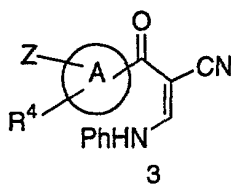
with a hydrazine of Formula 2:



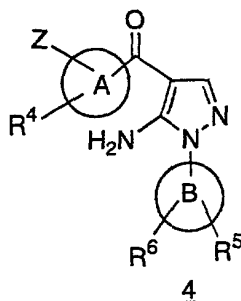
where R^3 , R^4 , R^5 and R^6 are as defined in Claim 1 to provide a compound of Formula

(I) where R^1 is hydrogen; or

(ii) reacting a 2-keto-3-phenylaminoacrylonitrile of formula 3:



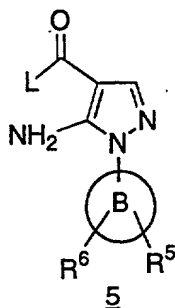
where Z is either hydroxy, nitro or halo group and R^4 are as defined in Claim 1 with a hydrazine of formula 2 to provide a compound of formula 4:



followed by conversion of the Z group to the desired R^3 group to provide a compound of Formula (I) where R^1 is hydrogen;

- (iii) optionally modifying any of the R^1 , R^3 , R^4 , R^5 or R^6 groups;
- (iv) optionally converting the compound of Formula (I) prepared in Steps (i), (ii) or (iii) above, to the corresponding acid addition salt by treatment with an acid;
- (v) optionally converting the compound of Formula (I) prepared in Steps (i), (ii) or (iii) above, to the corresponding free base by treatment with a base; and
- (vi) optionally separating a mixture of stereoisomers of a compound of Formula (I) prepared in Steps (i) - (v) above, to give a single stereoisomer.

37. A process for preparing a compound of Formula (I) selected from compounds of Claim 1, which process comprises reacting a compound of Formula 5:



where L is a leaving group under organometallic displacement reaction conditions

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with an organometallic reagent of formula R^4 where M is a metallic moiety to provide a compound of Formula (I) where R^1 is hydrogen;

- 10 (ii) optionally modifying any of the R^1 , R^3 , R^4 , R^5 or R^6 groups;
- (iii) optionally converting the compound of Formula (I) prepared in Steps (i) or (ii) above, to the corresponding acid addition salt by treatment with an acid;
- (iv) optionally converting the compound of Formula (I) prepared in Steps (i) or (ii) above, to the corresponding free base by treatment with a base; and
- 15 (v) optionally separating a mixture of stereoisomers of a compound of Formula (I) prepared in Steps (i) or (iv) above, to give a single stereoisomer.

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